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MP3TUNES, LLC and

MICHAEL ROBERTSON

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

CAPITOL RECORDS, INC.; CAROLINE  
RECORDS, INC.; EMI CHRISTIAN MUSIC  
GROUP INC.; PRIORITY RECORDS LLC;  
VIRGIN RECORDS AMERICA, INC.;  
BEECHWOOD MUSIC CORP.; COLGEMS-  
EMI MUSIC INC.; EMI APRIL MUSIC INC;  
EMI BLACKWOOD MUSIC; EMI FULL  
KEEL MUSIC; EMI GOLDEN TORCH  
MUSIC CORP; EMI LONGITUDE MUSIC;  
EMI VIRGIN MUSIC, INC.; EMI VIRGIN  
SONGS, INC.,

Plaintiffs,

v.

MP3TUNES, LLC AND MICHAEL  
ROBERTSON

Defendants.

No. 07 Civ. 9931 (WHP)

DECLARATION OF EMILY RICHARDS  
IN SUPPORT OF DEFENDANTS' REPLY  
IN SUPPORT OF THEIR MOTION TO  
DISMISS, OR IN THE ALTERNATIVE,  
TO TRANSFER TO THE SOUTHERN  
DISTRICT OF CALIFORNIA

I, Emily Richards, declare:

1. I am President of MP3tunes LLC ("MP3tunes"). I have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify competently to them.

2. I submit this declaration in support of Defendants' Reply to Motion to Dismiss or in the Alternative, to Transfer to the Southern District of California.

3. As President of MP3tunes I directly supervise Senior Product Manager Mark Wooton. As his direct supervisor I have personal knowledge and understanding of Mr. Wooton's job responsibilities and activities at MP3tunes.

4. Mr. Wooton is a member of the MP3tunes executive team and performs numerous roles at MP3tunes. Mr. Wooton manages and coordinates project and product development at MP3tunes. Mr. Wooton also manages quality assurance and is MP3tunes' graphic designer. Mr. Wooton also assists me with certain business development and partner development projects.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 2<sup>nd</sup> day of May, 2008 at San Diego, California.

  
Emily Richards